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Washington, DC 108 UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR NIFORM LIMITED OFFERING EXEMPTION

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į	OMB APPROVAL							
-	OMB Number:	3235-0076						
	Expires:							
	Estimated average	burden						
	hours per respecte	16.00						

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UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
OPEN Sports Network, Inc. Series A Convertible Preferred Stock, par value \$0.01 per share	e
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	08053525
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
OPEN Sports Network, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
2200 S.W. 10th Street, Deerfield Beach, FL 33442	(954) 312-3400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Sports-related website.	PROCESSED
Type of Business Organization  Corporation  Ilmited partnership, already formed  other (	please specify): JUN 2 5 2008
business trust limited partnership, to be formed  Month Year	THOMSON REUTERS
Actual or Estimated Date of Incorporation or Organization: O11 O18 Actual Esti  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State  CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address.	g. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	0549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual photocopies of the manually signed copy or bear typed or printed signatures.	ly signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously support be filed with the SEC.	ort the name of the issuer and offering, any changes lied in Parts A and B. Part E and the Appendix need

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

			A. BASIC IDE	NTIE	FICATION DATA				
2. Enter the information re	quested for the fo	lowing:							
Each promoter of to	he issuer, if the is	uer has bee	n organized wi	thin t	he past five years;				
<ul> <li>Each beneficial ow</li> </ul>	ner having the pow	er to vote o	dispose, or dire	ect the	e vote or disposition (	of, 10	% or more o	f a clas	s of equity securities of the issuer.
<ul> <li>Each executive off</li> </ul>	icer and director o	f corporate	issuers and of o	corpo	rate general and man	aging	partners o	f partne	rship issuers; and
<ul> <li>Each general and r</li> </ul>	nanaging partner o	f partnersh	p issuers.						
Check Box(es) that Apply:	<b>✓</b> Promoter	<b>⊘</b> Bene	ficial Owner	Ø	Executive Officer	Z	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Business or Residence Addre 2200 S.W. 10th Street, D			, State, Zip Co	de)					
Check Box(es) that Apply:	Promoter	Z Bene	eficial Owner	Z	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, Robert Phythian	f individual)							• • • • • • • • • • • • • • • • • • • •	
Business or Residence Addre	ss (Number and	Street, City	, State, Zip Co	de)				•——	
2200 S.W. 10th Street, I	•	•			v				
Check Box(es) that Apply:	Promoter	☐ Ben	ficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, David Marchetti	f individual)	•						•	
Business or Residence Addre	ess (Number and	Street, City	y, State, Zip Co	de)				•	
2200 S.W. 10th Street, D	Deerfield Beach,	FL 33442	<u> </u>					_	
Check Box(es) that Apply:	Promoter	☐ Ben	eficial Owner	<b>7</b>	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if individual)		-7						
Barry Carpe									
Business or Residence Address 2200 S.W. 10th Street, I				ode)					
Check Box(es) that Apply:	Promoter	☐ Ben	eficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if individual)							•	
Business or Residence Addr	ess (Number and	Street, Cit	y, State, Zip Co	de)		•			A
Check Box(es) that Apply:	Promoter	☐ Ben	eficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if individual)								
Business or Residence Address	ess (Number and	Street, Cit	y, State, Zip Co	de)				<del></del>	
Check Box(es) that Apply:	Promoter	☐ Ben	eficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first,	if individual)						. = -		

Business or Residence Address (Number and Street, City, State, Zip Code)

					B. IN	NFORMATI	ON ABOU	T OFFERI	NG				
1.	Has the	issuer solo	l, or does th									Yes	No 😿
	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?										s 10,0	00.00	
2.	2. What is the minimum investment that will be accepted from any individual?										Yes	No	
3.											R		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	,		first, if indi	ividual)						·			
	_	rities, Inc.	Address (N	lumber and	Street Ci	ity State 7	in Code)						
			Suite 102,			119, 511110, 2	ip code,						
_			oker or De										
<u></u>	tac in 11fL	ich Dance	Listed Has	Soliaited.	or Intendo	to Solicit I	Purchasara						- · · ·
Sta			i Listed Has s" or check									☐ Al	States
	AL	AK	ĀZ	AR	CA	CO	CT	DE	DĈ	EL	GA	HI	ID
	IL	[N]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MΤ	NE	NV	NH	NJ	NM TUE	[ <b>N</b> Y]	NC	ND WA	OH W∇	OK WI	OR WY	PA
	RI	SC	SD	TN	TX	ÜT	VT]	VA	WA)	[WV]	[M]	[ <u>W 1</u> ]	(FK)
Fu	ll Name (	Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)			<u>-</u>			
Na	me of Ass	sociated B	roker or De	aler			<u></u>						•
Sta	ites in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit l	Purchasers						
	(Check	"All State:	s" or check	individual	States)		***************************************			***************************************		☐ Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL,	GA	HI	ID
	IL	IN	IA	KS	ΚΫ́	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE SC	NV	NH	NJ TX	NM UT	NY VT	NC VA	ND WA	OH) WV	OK WI	OR WY	PA PR
<u></u>	RI Nama (	SC Sc	SD first, if ind	TN			<u> </u>		<u> </u>				<u> </u>
Bu	isiness or	Residence	Address (	Number an	d Street, C	City, State, 2	Zip Code)						
Na	ime of As	sociated B	roker or De	aler									
Sta	ates in Wh	ich Persoi	n Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State	s" or check	individua	States)		***************************************				••••••	☐ AI	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[ID]
	IL OAT	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN OK	MS	MO PA
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	WI	OR WY	PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	<b>S</b>	\$
	Equity		
	Common 🔽 Preferred		
	Convertible Securities (including warrants)	6	S
	Partnership Interests		
	Other (Specify)		
	Total	10,000,000.00	£ 6.000.000.00
			<u></u>
_	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Angregate
		Number Investors	Aggregate Dollar Amount of Purchases \$ 6,000,000.00
	Accredited Investors		-
	Non-accredited Investors	-	\$_0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		•
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		s
	Regulation A	·	\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	<b>Z</b>	\$ 250,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		<b>\$_14,850.00</b>
	Other Expenses (identify)	<del>_</del>	\$ 135,150.00
	Tital		c 400.000.00

	C. OFFERING PRICE, NI	JMBER OF INVESTORS, EXPENSES AND U	SE OF PROCEEDS	
	b. Enter the difference between the aggregate of and total expenses furnished in response to Part C proceeds to the issuer."	- Question 4.a. This difference is the "adjust	ted gross	\$ <u>9,600,000.</u> 00
5.	Indicate below the amount of the adjusted gross each of the purposes shown. If the amount for check the box to the left of the estimate. The total proceeds to the issuer set forth in response to F	any purpose is not known, furnish an estin Il of the payments listed must equal the adjust	nate and	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$ 1,400,000.(	<b>\$</b> 2,000,000.00
	Purchase of real estate			<b></b> \$
	Purchase, rental or leasing and installation of n	nachinery	s	<b>2</b> \$_900,000.00
	Construction or leasing of plant buildings and	facilities	\$	<b>\$</b>
	Acquisition of other businesses (including the offering that may be used in exchange for the a issuer pursuant to a merger)	assets or securities of another	<b>\_\$</b> _	<b></b>
	Repayment of indebtedness		ss	
	Working capital		ss	
	Other (specify):			
				s
	Column Totals			$\sqrt{s}^{3,200,000.0}$
	Total Payments Listed (column totals added)			500,000.00
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by nature constitutes an undertaking by the issuer to information furnished by the issuer to any non-	furnish to the U.S. Securities and Exchange	Commission, upon writter	
Iss	uer (Print or Type)	Signature	Date	
O	PEN Sports Network, Inc.	Muchael Lein	June 6 2008	
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)		
8.4	ichael Levy	Chairman and CEO		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No 🔀

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerces.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) OPEN Sports Network, Inc.	Muhael fen	Date June 1 6 2008
Name (Print or Type)	Title (Print or Type)	
Michael Levy	Chairman and CEO	

### Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### APPENDIX 1 2 3 4 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate Type of investor and explanation of to non-accredited offering price amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part C-Item 1) (Part C-Item 2) (Part B-Item 1) Number of Number of Accredited Non-Accredited Yes No **Investors** State Yes No Investors Amount Amount ALAK AZ AR CA CO \$12,500.00 0 \$0.00 1 X 1 \$25,000.00 \$0.00 CT X DE DC 22 \$4,267,500. 0 \$0.00 FLGA HI ID \$0.00 2 \$50,000.00 IL 0 X IN lΑ KS ΚY LA ME MD 1 \$125,000.00 \$0.00 MA ΜI \$1,175,000 0 \$0.00 3 MN X MS

				APP	ENDIX					
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО										
MT										
NE								,		
NV		×		3	\$175,000.00	0	\$0.00		<u> </u>	
NH										
NJ		×		1	\$12,500.00	0	\$0.00			
NM										
NY		×		3	\$102,500.00	0	\$0.00			
NC										
ND										
ОН										
ОК										
OR										
PA										
RI										
SC										
SD										
TN										
TX		×		2	\$55,000.00	0	\$0.00			
UT										
VT										
VA										
WA										
wv										
WI										

	•			APP	ENDIX													
1		2	3		4													
	to non-a investor	to sell accredited as in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and exp amount purchased in State wai			amount purchased in State waive		Type of investor and expanded amount purchased in State wa		Type of investor and amount purchased in State		amount purchased in		amount purchased in State			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No									
WY																		
PR																		